

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MINNESOTA**

In re:	Jointly Administered under 19-43756 (WJF)
Granite City Food & Brewery Ltd.	19-43756
Granite City Restaurant Operations, Inc.	19-43757
Granite City of Indiana, Inc.	19-43758
Granite City of Kansas Ltd.	19-43759
Granite City of Maryland, Inc.	19-43760
Debtors.	Chapter 11 Cases

**JOINDER OF CITIZENS BANK, N.A. TO THE
DEBTORS' MOTION SEEKING AUTHORITY TO PAY
CERTAIN PREPETITION REIMBURSABLE EXPENSE
OBLIGATIONS AND OPERATING EXPENSES**

Citizens Bank, N.A., in its capacity as administrative agent and as a lender under that certain Credit Agreement dated as of May 15, 2014, as amended, supplemented, or otherwise modified from time to time, through its undersigned counsel, files this joinder to the above-captioned Debtors' *Motion for an Order (I) Granting Expedited Relief; (II) Authorizing the Debtors to Pay Pre-Petition Reimbursable Expense Obligations; (III) Authorizing the Debtors to Pay Pre-Petition Reimbursable Operating Expenses; and (IV) Authorizing Financial Institutions to Honor and Process Checks and Transfers Related to Such Relief* [Docket No. 76] (the "Reimbursement Motion"). In support thereof, Citizens respectfully states as follows:

1. Citizens is a secured lender to the Debtors and certain of their non-debtor affiliates. As of the commencement of these chapter 11 cases, the Debtors and certain non-debtor affiliates were indebted to Citizens on a secured basis in a principal amount of not less than \$40 million. Citizens is the fulcrum security in these cases.

2. Citizens supports the Debtors' Motion and urges the Court to grant the relief requested by the Debtors in the Motion in its entirety.

3. By the Motion the Debtors seek authority on an expedited basis to, among other things, pay or reimburse certain of the Debtors' employees, including their Chief Executive Officer Richard Lynch, for business travel, vendor payments, and other business expenses that were charged on American Express credit cards and for which the Debtors and the respective employee-cardholder are jointly and severally liable.

4. As described more fully in the Motion, such amounts are business expenses of the Debtors. The Debtors assert that failure to pay or reimburse all such amounts would be detrimental to employee morale, would impose a personal hardship on the individual employees, and would result in significant employee turnover.

5. Given that the Debtors are currently actively marketing their assets and recently filed a sale motion, Citizens believes the loss of the Debtors' Chief Executive Officer or other key employees at this critical juncture in the cases would materially impact the value of the Debtors' business operations and would undermine the ongoing sale process. Such a result would be detrimental to all creditors and parties in interest. Citizens submits that granting the Motion and authorizing the requested payments will further the Debtors' ongoing efforts to maximize the value of their assets for the benefit of all stakeholders.

6. Moreover, the Debtors seek authority to pay such amounts only to the extent they are accounted for or otherwise permitted by the DIP Finance Budget. Citizens, therefore, believes no party in interest would be prejudiced by authorizing the payments as set forth in the Motion.

WHEREFORE, Citizens respectfully requests that the Court grant the relief requested in the Motion in its entirety and grant such further relief as the Court deems just and proper.

Dated: January 7, 2020

WINTHROP & WEINSTINE, P.A.

By: s/ Michael A. Rosow

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CERTIFICATE OF SERVICE

I, Michael A. Rosow, co-counsel for Citizens Bank, N.A., hereby certify that on January 7, 2020, I served or caused to be served a copy of the foregoing document by CM/ECF and by email or U.S. Mail upon the following parties:

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and upon all other parties who filed a request for notice in this matter.

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